Patricia J. Ward
RESEARCH CONSULTANT
2431 Davis Avenue
Alexandria, Virginia 22302
(703) 836-4738

18653 January 24, 1994

0100092013
$72.00

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for ICC recordation is a Memorandum of Lease of Railroad Equipment dated December 23, 1993, which involves the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: Soo Line Railroad Company

The equipment involved, 136 bi-level autoracks, can be found on Exhibit A of the document.

Please file this Memorandum of Lease as a Primary document. The filing fee of $18.00 is enclosed.

Thank you for your assistance.

Sincerely,

Patricia J. Ward

Patricia J. Ward

Att.

Counterparts - Patricia J. Ward

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OFFICE OF THE
SECRETARY
JAN 24 10 56 AM '94
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MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of December 23, 1993 is intended to evidence the Lease of Railroad Equipment dated as of December 23, 1993 (the **"Lease"**) between **HELM FINANCIAL CORPORATION**, a California corporation (**"Lessor"**), and **SOO LINE RAILROAD COMPANY**, a Minnesota corporation (**"Lessee"**), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one hundred thirty-six (136) bi-level autoracks, more fully described in Schedule A hereto (the **"Units"**). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR	**LESSEE**
HELM FINANCIAL CORPORATION	**SOO LINE RAILROAD COMPANY**
By:	By:
Title: President	Title: VICE-PRESIDENT MARKETING AND SALES INTERMODAL FREIGHT SYSTEMS
Date: 12/23/93	Date: 12/29/93

slrunbla svf/12/23/93

SCHEDULE A

To the Memorandum of Lease of Railroad Equipment

Dated December 23, 1993

Equipment Description:

One-hundred thirty-six (136) bi-level autoracks built in 1977; rebuilt and recertified in 1993 and mounted on flatcars bearing reporting marks and numbers from within the series 910052-965881.

GROUP A UNITS:

	Reporting Marks and Numbers for Flatcar	Serial Number	Rack Number
1.	TTGX 912799	58099-100	M 7001
2.	TTGX 910900	58101-02	M 7006
3.	TTGX 911330	58103-04	M 7003
4.	TTGX 912122	58107-08	M 7005
5.	TTGX 912148	58109-10	M 7004
6.	TTGX 910899	58111-12	M 7007
7.	TTGX 911036	58113-14	M 7031
8.	TTGX 911089	58115-16	M 7016
9.	TTGX 930306	58117-18	M 7014
10.	TTGX 910052	58119-20	M 7008
11.	TTGX 910815	58121-22	M 7026
12.	TTGX 913159	58123-24	M 7030
13.	TTGX 910790	58125-26	M 7059
14.	TTGX 911999	58127-28	M 7024
15.	TTGX 910911	58129-30	M 7023
16.	TTGX 911350	58131-32	M 7017
17.	TTGX 913039	58133-34	M 7029
18.	TTGX 911202	58135-36	M 7037
19.	TTGX 910347	58137-38	M 7044
20.	TTGX 912012	58139-40	M 7038
21.	TTGX 913552	58141-42	M 7039
22.	TTGX 910166	58143-44	M 7032
23.	TTGX 910882	58145-46	M 7028
24.	TTGX 910167	58147-48	M 7033
25.	TTGX 910266	58149-50	M 7027
26.	TTGX 913040	58151-52	M 7061
27.	TTGX 910324	58153-54	M 7053
28.	TTGX 911199	58155-56	M 7049
29.	TTGX 912711	58157-58	M 7048
30.	TTGX 965747	58159-60	M 7064
31.	TTGX 965755	58161-62	M 7052
32.	TTGX 965754	58163-64	M 7051
33.	TTGX 965753	58165-66	M 7045
34.	TTGX 965694	58171-72	M 7062
35.	TTGX 965689	58173-74	M 7056

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SCHEDULE A - Continued

To the Memorandum of Lease of Railroad Equipment

Dated December 23, 1993

GROUP A UNITS - Continued:

	Reporting Marks and Numbers for Flatcar		Serial Number	Rack Number
36.	TTGX	965709	58175-76	M 7055
37.	TTGX	965678	58177-78	M 7054
38.	TTGX	965680	58187-88	M 7072
39.	TTGX	965768	58189-90	M 7071
40.	TTGX	965765	58191-92	M 7070
41.	TTGX	930564	58301-02	M 7010
42.	TTGX	910517	58305-06	M 7013
43.	TTGX	912033	58307-08	M 7018
44.	TTGX	911341	58309-10	M 7025
45.	TTGX	910554	58311-12	M 7021
46.	TTGX	910258	58313-14	M 7015
47.	TTGX	910361	58315-16	M 7067
48.	TTGX	910190	58317-18	M 7019
49	TTGX	913189	58319-20	M 7022
50.	TTGX	911250	58321-22	M 7034
51.	TTGX	910472	58323-24	M 7036
52.	TTGX	912001	58325-26	M 7035
53.	TTGX	910881	58327-28	M 7040
54.	TTGX	910402	58329-30	M 7041
55.	TTGX	910529	58331-32	M 7043
56.	TTGX	911009	58333-34	M 7042
57.	TTGX	910363	58335-36	M 7047
58.	TTGX	910392	58337-38	M 7046
59.	TTGX	911990	58339-40	M 7050
60.	TTGX	910996	58341-42	M 7060
61.	TTGX	911899	58343-44	M 7057
62.	TTGX	910475	58345-46	M 7058
63.	TTGX	910495	58349-50	M 7011
64.	TTGX	910487	58351-52	M 7020
65.	TTGX	910262	58353-54	M 7069
66.	TTGX	912010	58357-58	M 7074
67.	TTGX	910398	58361-62	M 7068
68.	TTGX	910310	58363-64	M 7066
69.	TTGX	910652	58365-66	M 7075
70.	TTGX	910270	58369-70	M 7073

SCHEDULE A - Continued

To the Memorandum of Lease of Railroad Equipment

Dated December 23, 1993

GROUP B UNITS:

	Reporting Marks and Numbers for Flatcar	Serial Number	Rack Number
1.	TTGX 965752	58167-68	M 7122
2.	TTGX 965712	58181-82	M 7085
3.	TTGX 965710	58183-84	M 7112
4.	TTGX 965761	58185-86	M 7078
5.	TTGX 965764	58193-94	M 7115
6.	TTGX 965762	58197-98	M
7.	TTGX 965702	58201-02	M 7118
8.	TTGX 965698	58203-04	M 7100
9.	TTGX 965688	58207-08	M 7099
10.	TTGX 965671	58209-10	M 7106
11.	TTGX 965699	58211-12	M 7093
12.	TTGX 965676	58213-14	M 7109
13.	TTGX 965669	58215-16	M 7108
14.	TTGX 965682	58217-18	M 7080
15.	TTGX 965670	58219-20	M 7079
16.	TTGX 965703	58221-22	M 7087
17.	TTGX 965701	58223-24	M 7116
18.	TTGX 965876	58225-26	M 7119
19.	TTGX 965700	58227-28	M 7124
20.	TTGX 965874	58229-30	M 7149
21.	TTGX 965869	58231-32	M 7092
22.	TTGX 965870	58233-34	M
23.	TTGX 965871	58235-36	M 7121
24.	TTGX 965872	58237-38	M 7120
25.	TTGX 965873	58239-40	M
26.	TTGX 965877	58241-42	M 7117
27.	TTGX 965881	58243-44	M 7097
28.	TTGX 965856	58245-46	M 7094
29.	TTGX 965857	58247-48	M 7123
30.	TTGX 965858	58249-50	M
31.	TTGX 965867	58251-52	M 7086
32.	TTGX 965868	58253-54	M 7081
33.	TTGX 965875	58255-56	M 7091

SCHEDULE A - Continued

To the Memorandum of Lease of Railroad Equipment

Dated December 23, 1993

GROUP B UNITS - Continued:

	Reporting Marks and Numbers for Flatcar	Serial Number	Rack Number
34.	TTGX 965866	58257-58	M 7128
35.	TTGX 965766	58261-62	M 7126
36.	TTGX 965672	58265-66	M 7130
37.	TTGX 965763	58267-68	M 7129
38.	TTGX 965769	58269-70	M 7146
39.	TTGX 965687	58271-72	M 7141
40.	TTGX 910508	58273-74	M
41.	TTGX 910479	58277-78	M 7132
42.	TTGX 911993	58279-80	M
43.	TTGX 912677	58281-82	M 7131
44.	TTGX 910520	58285-86	M 7144
45.	TTGX 910393	58287-88	M 7147
46.	TTGX 911935	58289-90	M 7135
47.	TTGX 911110	58291-92	M 7138
48.	TTGX 911900	58293-94	M 7137
49.	TTGX 965749	58295-96	M 7139
50.	TTGX 965746	58297-98	M
51.	TTGX 910658	58299-30	M 7125
52.	TTGX 910318	58347-48	M 7104
53.	TTGX 911150	58359-60	M 7077
54.	TTGX 910470	58367-68	M 7076
55.	TTGX 910491	58371-72	M 7082
56.	TTGX 913615	58373-74	M 7083
57.	TTGX 910841	58375-76	M 7084
58.	TTGX 911011	58377-78	M 7089
59.	TTGX 963745	58379-80	M 7088
60.	TTGX 911754	58381-82	M 7090
61.	TTGX 910910	58383-84	M 7095
62.	TTGX 940076	58389-90	M 7101
63.	TTGX 910501	58391-92	M 7105
64.	TTGX 910278	58395-96	M 7111
65.	TTGX 911147	58397-98	M 7113
66.	TTGX 912573	58283-84	M

STATE OF CALIFORNIA

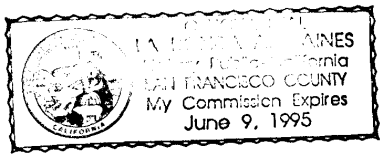
COUNTY OF SAN FRANCISCO

On December 23, 1993, before me, Patricia A. Baines personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me **-OR-**

___ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Patricia A. Baines
SIGNATURE OF THE NOTARY

PROV ~~STATE~~ OF Ontario)
) §
COUNTY OF York)

On this 29th day of December, 1993, before me personally appeared Paul D. Gilmore, to me personally known, who, being by me duly sworn, says that he is ~~Vice-President~~ Agent of **SOO LINE RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission ~~Expires~~: is for life

[Notarial Seal]

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